

Anglo Pacific Consultants (London) Ltd (“APC Underwriting”) – September 2017

"WHISTLEBLOWING" POLICY

(Making a Disclosure in the Public Interest) PIDA Act 1998
& (Reportable Concerns) FCA Whistleblowing Principle

Introduction

Whistleblowing is the raising of a concern, within the workplace or externally, about a danger, risk, malpractice or wrongdoing which affects others.

APC Underwriting is committed to the highest standards of quality, honesty, openness and accountability. We recognise that all organisations face the risk of things going wrong or unknowingly harbouring malpractice. Where something happens in our business that causes concern to anyone working within our business, in our service providers or elsewhere we want to know about it and are committed to resolving that concern and any issues causing it.

Employees of, or service providers to, APC Underwriting have an important part to play in ensuring we deliver on this commitment. People working day to day on a business either directly or through a corporate service level agreement or who are in contact regularly with the business through some other role are often the first to notice when someone in a company is doing something that raises a concern about a danger, risk, malpractice, or wrongdoing which affects others, but they may feel worried about voicing their concerns.

At APC we believe that knowing about a concern will assist the directors and management in ensuring the company is effective in delivering our strategy in accordance with our values.

Such concerns can be raised by anyone who holds them including, but not limited to, an employee, manager or director of APC Underwriting and by a full time, temporary or former worker engaged by APC or our service suppliers.

An important purpose of this policy is to make clear that you can raise any concerns you may have about illegal or improper behaviour without fear of victimisation, reprisal or discrimination or disadvantage.

This policy is intended to enable staff and managers in APC, and their service suppliers, and any other person to voice concerns in a responsible and effective manner.

This policy will ensure that procedures are in place to enable concerns to be raised independently of line management where this is believed appropriate by the person concerned.

It is intended to encourage and enable employees to raise concerns within APC rather than overlooking a problem or seeking assistance externally although external routes will always be open and clearly signposted by our procedures.

Legal and Regulatory measures

Issues that might give rise to a concern within this policy area may fall under one of two categories, “**protected disclosures**” and “**reportable concerns**”.

The Public Interest Disclosure Act, which came into effect in 1999, gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns. APC has endorsed the provisions set out below so as to ensure that no members of staff should feel at a disadvantage in raising legitimate concerns.

The FCA Whistleblowing Principle, which came into effect in 2016, broadened the spectrum of whistleblowing within our sector so that any person can report a concern in accordance with this policy to APC as defined in “Scope of Policy”.

1) Reportable Concerns – from Any Person

The FCA requires a regulated firm such as APC to have procedures in place to receive and respond to “reportable concerns” from any person in relation to APC’s activities.

A “reportable concern” includes:

- Anything that would be the subject matter of a “protected disclosure” including breaches of rules;
- A breach of the firm’s policies and procedures
- Behaviour that harms or is likely to harm the reputation or financial well-being of the firm

2) Protected Disclosures – from a Worker

A “protected disclosure” is one type of “reportable concern” by a worker but it has a very distinct meaning under an important piece of wider legislation for whistleblowers, the Public Interest Disclosure Act 1998, which is sometimes referred to as “PIDA”. A protected disclosure may also be qualifying under the following circumstances.

A “qualifying disclosure” as defined in section 43B of the Employment Rights Act 1996 (and summarised in (b) below) made by a *worker* in accordance with sections 43C to 43H of the Employment Rights Act 1996; a qualifying disclosure is, in summary, a disclosure, made in the public interest, of information which, in the reasonable belief of the *worker* making the disclosure, tends to show that one or more of the following (a “failure”) has been, is being, or is likely to be, committed:

- (i) a criminal offence; or
 - (ii) a failure to comply with any legal obligation; or
 - (iii) a miscarriage of justice; or
 - (iv) the putting of the health and safety of an individual in danger; or
 - (v) damage to the environment; or
 - (vi) deliberate concealment relating to any of (i) to (v);
- it is immaterial whether the failure occurred, occurs or would occur in the *United Kingdom* or elsewhere, and whether the law applying to it is that of the *United Kingdom* or of any other country or territory.

Other Avenues

APC distinguishes between;

1. “Whistleblowing” - by reporting concerns or making a protected disclosure as described above
or
2. “Complaints” - usually where someone has a vested interest in the issue they are raising

Someone “Blowing the Whistle” usually has no direct, personal interest in the concern they raise and are simply trying to alert others to something they believe needs urgent attention including a concern, malpractice or impropriety.

APC’s Whistleblowing policy and procedure includes reflection on the nature of the issue involved and consideration over whether it might more properly be classified as a Complaint rather than whistleblowing.

APC has other policies and procedures in place for issues such as harassment, complaint, and disciplinary matters and we recommend to staff that they use these where they are appropriate.

APC’s staff and senior managers are encouraged to use the internal procedures set out in the Whistleblowing Policy and Procedures rather than air their complaints or concerns, outside the Company.

However there are other avenues which are available and anyone has the right to take a concern or disclosure direct to the regulator where they believe that is the appropriate course of action in the circumstances.

Certain categories of person within APC may be under obligations to regulatory authorities such as the PRA, FCA or Ministry of Justice and nothing in this policy or its procedures should be interpreted as lessening such an obligation.

Regulators & Government in Whistleblowing – FCA and PRA

If it is believed that APC or an individual related to APC is involved in wrongdoing within an area regulated by the FCA, you can Contact their whistleblowing team and report a concern confidentially.

Relevant contact details are shown in Appendix one.

More information on whistleblowing can be found on the GOV.UK website detailed in Appendix one.

Chartered Insurance Institute (CII)

If individuals are members of the CII they may be under an obligation to carry out their work in accordance with the CII's Code of Ethics which includes reference to whistleblowing and the provision of information to authorities. We encourage members of the CII to be aware of its Code of Ethics.

Independent Advice

The leading whistleblowing charity, Public Concern at Work, provide independent and confidential advice about whether and how to blow the whistle. Their free advice line is managed by qualified lawyers with experience in whistleblowing law and practice. See Appendix One for contact information.

Scope of Policy

This policy is designed to enable any person, internal or external to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice, impropriety or reportable concern as defined earlier.

This policy is not contractual.

- **Safeguards**

- i. Protection**

- This policy is designed to offer protection to those employees and senior managers of the Company who disclose such concerns provided the disclosure is made:

- in good faith
 - in the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety and if they make the disclosure to an appropriate person (see below). It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. You should be aware malicious or wild allegations, if sustained could give rise to legal action on the part of the persons complained about.

- Employees identity will be kept confidential if he/she requests (so far as practicable/unless required by law)

ii. Confidentiality

The Company will treat all such disclosures and reportable concerns in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. If hindered the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required. Every effort will be made unless the investigation is hindered to ensure information remains confidential.

iii. Anonymous Concerns / Disclosures

This policy encourages individuals if circumstances permit, to put their name to any disclosures they make. Concerns expressed anonymously may be credible, but they may be considered at the discretion of the Company.

In addressing what may be a concern or disclosure, the factors to be taken into account will include:

- The seriousness of the issues raised
- The credibility of the concern
- The likelihood of confirming the allegation from attributable sources

iv. Untrue Concerns / Disclosures

If an individual reports a concern or disclosure in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, disciplinary action may be taken against that individual.

Procedures for Making a Disclosure / Reporting a Concern

If you have an issue that's a reportable concern or a protected disclosure and believe your **line manager** is an appropriate investigating officer please advise them by contacting them via email or phone. If a line manager is not the appropriate person for the concern or protected disclosure it should be reported in the first instance to the Company Secretary who will appoint or act as the investigating officer.

The reporting individual / informant has the right to bypass the line management structure and take their concern or disclosure direct to the **CEO**. The CEO has the right to refer the complaint back to an appropriate individual in management if he/she believes that individual can more appropriately investigate the concern or disclosure without any conflict of interest

Should neither of the above routes be suitable or acceptable to the reporting individual / informant, after discussion with the reporting individual / informant, initial point of contact then the reporting individual / informant may approach one of the following individuals who have been designated and trained as independent points of contact under this procedure. These individuals can advise the reporting individual / informant on the implications of the legislation and the possible internal and external avenues of concern / disclosure open to them:

1 Company Secretary

2 Executive PA

3 Financial Conduct Authority (FCA) or Prudential Regulation Authority (PRA)

Please see Appendix one for company appointments and contact information.

If there is evidence of criminal activity then the investigating officer should inform the police. The Company must ensure that any internal process or investigation does not hinder a formal police investigation.

Timescales

Due to the varied nature of these sorts of reportable concerns & complaints, which may involve internal investigators and / or the police, it is not possible to lay down precise timescales for such investigations. The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

The investigating officer, should as soon as practically possible, send a written acknowledgement of the concern to the reporting individual / informant and thereafter report back to them in writing the progress and/or outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the reporting individual / informant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded.

All responses to the reporting individual / informant should be in writing and sent to their home address.

Investigating Procedure

- The complaint, concern or disclosure should be classified into one of the following categories:
 - Protected Disclosure
 - Reportable Concern
 - Complaint

If the concern or disclosure cannot be classified into one of the above categories the Investigating Officer will discuss with the reporting individual / informant the best route to proceed and resolve effectively.

The investigating officer should follow these steps in the event of a “reportable concern”:

- Full details of the concern should be obtained and a non-data sensitive overview logged onto the Company disclosures log.
- A judgement regarding the concern will be made by the investigating officer. This judgement will be detailed in a written report containing the findings of the investigations and reasons for the judgement. The report will be passed to the CEO, and other as appropriate.

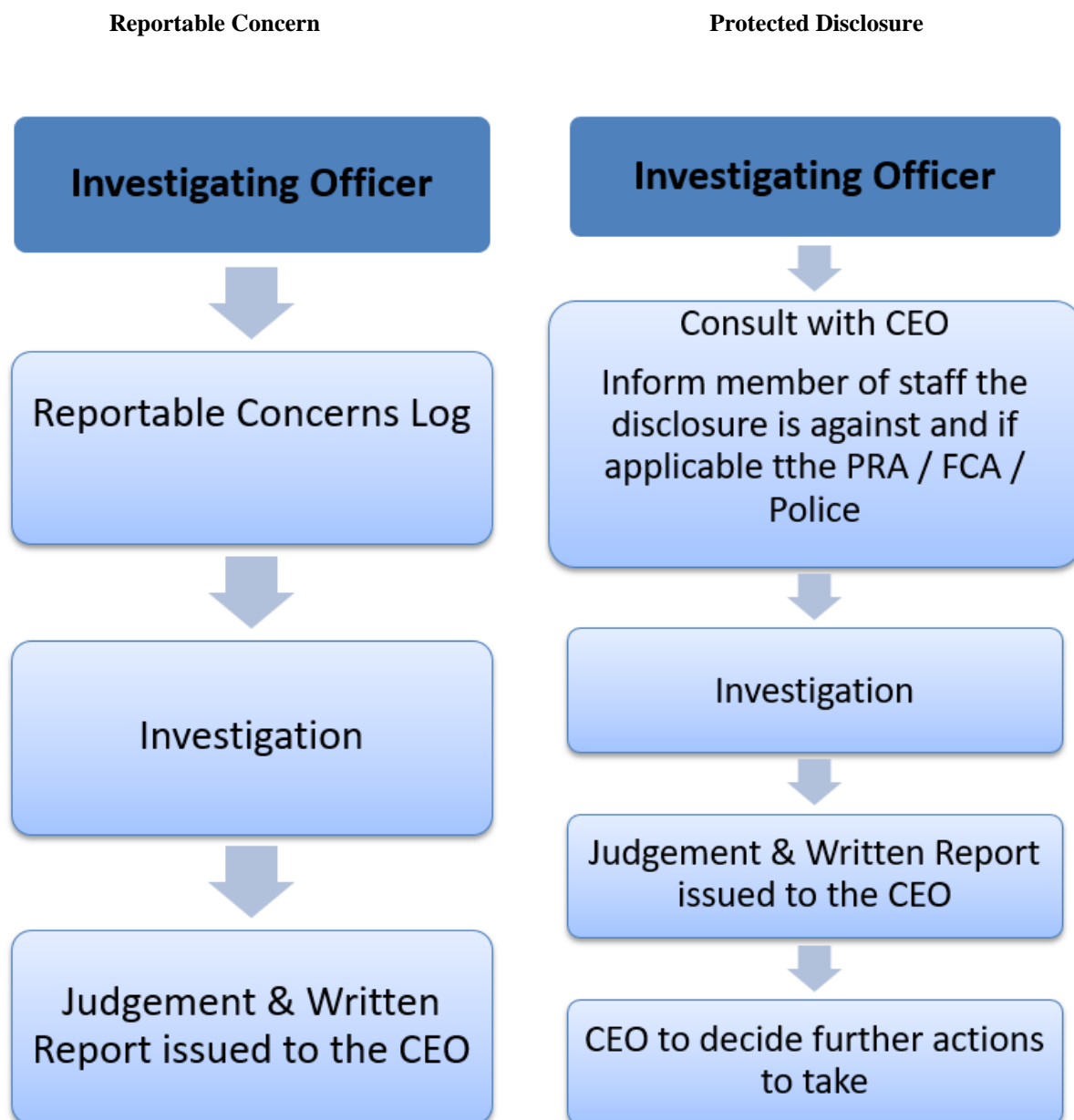
Further steps the investigating officer should follow if the complaint is categorised as a “protected disclosure”

- If applicable the investigating officer should inform the member of staff against whom the disclosure is made as soon as is practically possible. The member of staff will be informed of their right to be accompanied by a trade union or other representative at any future interview or hearing held under the provision of these procedures.
- The investigating officer should consider the involvement of the Company auditors, the FCA &/or PRA and the Police at this stage and should consult with the CEO.
- The allegations should be fully investigated by the investigating officer with the assistance where appropriate, of other individuals / bodies.
- A judgement concerning the complaint will be made by the investigating officer. This judgement will be detailed in a written report containing the findings of the investigations and reasons for the judgement. The report will be passed to the CEO.
- The CEO will decide what action to take. If the complaint is shown to be justified, then they will invoke the disciplinary or other appropriate Company procedures.

- The reporting individual / informant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome.
- If appropriate, a copy of the outcomes will be passed to the Company Auditors to enable a review of the procedures.

If the reporting individual / informant is not satisfied that their concern is being properly dealt with by the investigating officer, they have the right to raise it in confidence with the CEO, or one of the designated persons described above.

If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the reporting individual / informant is not satisfied with the outcome of the investigation, the Company recognises the lawful rights of employees and ex-employees to make disclosures to prescribed persons (such as the Health and Safety Executive, or the regulators), or, where justified, elsewhere.



Whistleblowers' Champion

The Company has appointed a Whistleblowers' Champion. The Champion has the following responsibilities:

- For ensuring and overseeing the integrity, independence and effectiveness of the company's policies and procedures on whistleblowing (internal arrangements) including those policies and procedures intended to protect whistleblowers from being victimised because they have disclosed reportable concerns.

The Whistleblowers' Champion:

- Has a level of authority and independence within the company and access to resources and sufficient information to enable him to carry out that responsibility;
- Need not have a day to day operational role in handling disclosures from whistleblowers; and
- May be based anywhere provided he can perform his function effectively

Appendix One

APC Contact information

Whistleblowers' Champion	Stephen Wainwright	020 7256 3100
CEO	Brian Russell	020 7256 3100
COO	Jon Bates	020 7256 3100
CUO	Ian Russell	020 7256 3100
CFO	Stephen Wainwright	020 7256 3100
Executive PA	Clare Bates	020 7256 3100

Financial Conduct Authority

- call:** *Whistleblowers helpline 020 7066 9200 during office hours or leave a message
Consumer Helpline 0800 111 6768*
- email:** whistle@fca.org.uk
- write to:** *Intelligence Department (Ref PIDA), Financial Conduct Authority, 25 The North Colonnade, London E14 5HS*

Prudential Regulation Authority

Contact the PRA for any wrongdoing related to prudential issues in a PRA-regulated firm. It is encouraged to first use the whistleblowing procedures of the firm. If you don't feel able to do so, then you can contact the PRA directly

- call:** *0203 461 8703 during office hours or leave a message*
- email:** PRAwhistleblowing@bankofengland.co.uk
- write to:** *Confidential Reporting (Whistleblowing) , PRA CSS, 20 Moorgate, London, EC2R 6DA*

Please note: The PRA record all calls and do so to ensure they have captured all the information correctly. If the caller asks us them not to record the conversation they will respect their wishes. The PRA expects the vast majority of information provided by whistleblowers to be provided in writing, even if initial contact is made with the PRA by telephone. The PRA occasionally holds interviews with whistleblowers, usually attended by a minimum of two PRA staff.

Public Concern at Work

- call:** Whistleblowing Advice Line: 020 7404 6609
General enquiries: 020 3117 2520
- email:** UK advice line: whistle@pcaw.org.uk
- write to:** CAN Mezzanine, 7 - 14 Great Dover Street, London SE1 4YR